

BYLAWS OF THE NEVADA VETERANS ASSISTANCE LEAGUE, INC

ARTICLE ONE NAME

The name of the organization shall be Nevada Veterans Assistance League, Inc. (NVAL)

ARTICLE TWO OFFICES

The principal office of the Corporation shall be located at 100 Veterans Memorial Drive, City of Boulder City, County of Clark, State of Nevada. The corporation may have such other offices, either within or without the State of Nevada, as the Board of Directors may determine.

ARTICLE THREE MEMBERS

Section 1. Board Members - Those members in good standing of the Board of Directors (Board) of the Nevada Veterans Assistance League, Inc.

Section 2. Appointment of Members - Members of the Board of Directors must be appointed by the executive head of any recognized veterans or civic organization actively serving the veterans of Nevada with the State's federally chartered veterans organizations receiving first preference. The Administrator, Volunteer Coordinator, and the President of the Resident Council of the Nevada Veterans Nursing Home, shall be ex-officio non-voting members of the NVAL Board of Directors.

Appointments to the Board of Directors shall be staggered and made as follows:

Half of the Board Members shall be appointed for a term of one (1) year with the other half being appointed for a term of two (2) years. Thereafter, each appointment shall be for a term of two (2) years. Appointments shall expire on the first Tuesday in April.

All appointments to the Board of Directors shall be considered by the Board at its next regular or special meeting and said appointments approved or disapproved. Any Board appointee whose appointment has

been disapproved shall have the privilege of review by the Board according to such procedure as may be fixed by the Board.

There shall be no limit to the number of members serving on the Board of Directors as long as the majority of the membership consists of members representing recognized veterans service organizations. To ensure the majority of members are military veterans, all Board Members who are military veterans shall submit, upon appointment, a copy of their certified DD-214 to be kept on file during their term of office.

- Section 3. Voting Rights - During meetings of the Board of Directors, each organization represented by a member in good standing shall be entitled to one vote per issue. An alternate member may cast an absent member's vote if such alternate member has been appointed pursuant to Article Three, Section 7 of these Bylaws. All voting Board Members must remain members in good standing of the organization they represent.
- Section 4. Termination of Membership – The Board of Directors may suspend or expel any of its members for cause by affirmative vote of two-thirds (2/3) of its members after an appropriate hearing at any regularly constituted meeting.
- Section 5. Resignation – Any Board Member may resign by filing a written resignation with the Secretary of the Board.
- Section 6. Reinstatement - A former Board Member may be reinstated to the Board upon being duly appointed by the executive head of a recognized civic or veterans organization actively serving veterans and confirmed by the Board.
- Section 7. Transfer of Membership - Membership is not transferable or assignable to another person. However, an alternate member may be appointed to the Board of Directors by the executive head of any recognized veterans or civic organization actively serving veterans with the approval of a majority of the Board. The appointment of an alternate Board member shall not excuse an appointed member from the requirements of Article Three, Section 4 of these Bylaws.

ARTICLE FOUR MEETING OF MEMBERS

- Section 1. Annual Board Meeting - An annual meeting of the Board of Directors shall be held at the principal office in April of each year with the date and time to be determined by the Board for the purpose of electing officers and

confirming the appointment of new directors, and for the transaction of such other business as may come before the meeting.

- Section 2. Quarterly Meetings - Quarterly meetings of the members shall be held at the respective principal offices for the purpose of conducting all business which comes before the membership.
- Section 3. Mileage Remuneration - Mileage remuneration will not be paid.
- Section 4. Special Meetings - Special meetings of the members may be called by the Chairman of the Board, or not less than thirty-three percent (33%) of the members having voting rights, at a place designated by the members. If no designation is made, the place of the meeting shall be the respective principal offices in the State of Nevada.
- Section 5. Notice of Quarterly Meetings - Written or printed notices stating the place, day, and hour of any meeting shall be delivered either personally or by mail, to each member entitled to vote at such a meeting, not less than seven (7) days before the date of such a meeting, by or at the direction of the chairman, or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notices of a meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the corporation with postage prepaid thereon.
- Section 6. Open Meeting Notice - The Nevada Veterans Assistance League Board of Directors shall post, in the respective principal offices, the day, date, and hour of all meetings. Posting of upcoming meetings shall be done seven (7) days prior to the meeting date.
- Section 7. Informal Action By Members - Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by more than thirty-three percent (33%) of the members entitled to vote with respect to the subject matter thereof.
- Section 8. Order of Business - Roberts Rules of Order (current edition) shall govern parliamentary procedure in all meetings of the members.
- Section 9. Quorum - Members holding thirty-three percent (33%) of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice.

Section 10. Proxies - At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after six (6) months from the date of its execution, unless otherwise provided in the proxy.

Section 11. Voting By Mail - Where officers are to be elected by members such election may be conducted by mail or in such manner as the Board of Directors shall determine.

ARTICLE FIVE

Board of Directors

Section 1. General Powers - The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall be responsible for overseeing the effective management, direction and the mission of the corporation. It shall have and exercise the corporate powers prescribed by the laws of Nevada. The essential functions of the Board of Directors shall be policy making, the assurance of sound management, and the active provision of necessary funds. The Board has ultimate responsibility to determine policies deemed to be necessary for the administration and development of the Nevada Veterans Assistance League, Inc. in accordance with its Articles of Incorporation.

Section 2. Number and Tenure - The number of directors shall be not less than three (3), and said number may be increased by vote during any regularly convened meeting of the Board of Directors in compliance with Article Three, Section 2. The number of the initial Board of Directors shall be six (6). The directors, unless otherwise provided for in the Articles of Incorporation, shall be appointed by the executive head of their organization and shall serve a period of two (2) years. Officers of the corporation shall be elected annually at the Annual Meeting of the Board of Directors.

Section 3. Regular Meetings - A regular meeting of the Board of Directors shall be held quarterly, without other notice than those required by these Bylaws, at the same place as the annual Meeting of Directors. The Board of Directors may provide, by resolution, the time and the place for holding additional regular meetings without other notice than such resolution.

Additional regular meetings may be held at the principal office of the corporation in the absence of any designation in the resolution.

Section 4. Special Meetings - Special meetings of the Board of Directors may be called by or at the request of the chairman or thirty-three percent (33%) of

the directors, and shall be held at the principal office of the corporation or at such other places as the directors may determine.

- Section 5. Notice - Notice of any special meetings of the Board of Directors shall be given at least seven (7) days previously thereto by written notice delivered personally or sent by mail, telegram, or fax to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram or fax, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company or when confirmation of the fax is received. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objection to the transaction of any business because a meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specific in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.
- Section 6. Quorum - Thirty-three percent (33%) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than thirty-three percent (33%) of the Board of Directors are present at any meeting, a majority of the directors present may adjourn the meeting without further notice.
- Section 7. Board Decision - The act of a majority of the directors present at a meeting at which a quorum is present shall be an act of the Board of Directors, unless the act of a greater number is required by law or these Bylaws.
- Section 8. Vacancies - Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors, shall be filled by requesting that executive heads of recognized veterans or civic organizations appoint a member of their organization to fill the vacancy. A director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office.
- Section 9. Compensation - Directors shall not receive salaries of their services.
- Section 10. Collection of Sales Tax and Financial Reports - The Treasurer of the Board of Directors shall insure that if sales tax is required to be collected it is collected on all items sold in the canteen of the Nevada Veterans Nursing Home and that the sales tax is forwarded to the appropriate State official with documentation provided to the Board on monthly financial reports.

ARTICLE SIX OFFICERS

- Section 1. Officers - The officers of the corporation's Board of Directors shall be: A chairman, vice chairman, secretary, treasurer, and other officers as may be elected or appointed in accordance with the provisions of this Article. The Secretary for the Board of Directors shall be the Volunteer Coordinator for the Nevada Veterans Nursing Home. Members may elect or appoint such other officers and/or committee members as they deem desirable with such officers and/or committee members having the authority to perform duties as prescribed by the Board. Duly appointed officers may hold more than one office.
- Section 2. Election and Term of Office - The officers of the Board of Directors shall be elected annually at the Annual Meeting. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the members. Each officer shall hold office until his successor has been duly elected.
- Section 3. Removal - Any officer elected or appointed by the membership may be removed by the Board of Directors whenever, in the membership's judgment, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.
- Section 4. Vacancies - A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the membership for the unexpired portion of the term.
- Section 5. Powers and Duties of the Chairman - The chairman shall preside at all meetings of the Board of Directors, shall enforce observance of the Articles of Incorporation and Bylaws, shall have the right to vote on all questions, shall appoint members of committees, shall countersign all checks, and shall have such powers and duties as the Board may prescribe including that of serving as official spokesman on behalf of the Board of Directors. In the absence of the chairman, the vice chairman shall perform the duties of the office of chairman and shall have such other powers and duties as the Board of Directors may prescribe.
- Section 6. Powers and Duties of the Treasurer - The treasurer shall be responsible for overseeing the financial resources of the Nevada Veterans Assistance League, Inc. including, but not limited to: cash, securities, stocks, bonds, and all personal and real property owned by the Nevada Veterans Assistance League. The treasurer shall assure that all books and accounts are accurately kept and shall present a full and detailed financial statement

monthly. The treasurer shall co-sign all Nevada Veterans Assistance League, Inc. checks. The treasurer shall monitor any investments including operating funds and reserves as approved by the Board of Directors.

- Section 7. Powers and Duties of the Secretary - The secretary shall have custody of the organization records and documents pertaining to the business of the organization including but not limited to: deeds, bonds, mortgages, agreements, contracts, minutes, Articles of Incorporation and Bylaws. The secretary shall give proper notice of all meetings and shall keep a record of the appointment of all committees of the Board of Directors and Subchapters. Furthermore, the secretary shall keep or cause to be kept a record of the minutes of all meetings. The secretary to the Board of Directors shall notify organizations of expiring terms of members requesting that they be either re-appointed or a new appointment be made. The secretary shall conduct routine organization business and shall keep the chairman informed of same.

ARTICLE SEVEN COMMITTEES

The Board of Directors, by resolution adopted by the majority of the directors in office, may designate one or more committees, which committees to the extent provided in such resolution shall have and exercise authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed on it or him by law.

ARTICLE EIGHT CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

- Section 1. Contracts - The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.
- Section 2. Checks, Drafts, or Orders - All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued on the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer and countersigned by the chairman or vice chairman of the Board of Directors.

- Section 3. Deposits - All funds of the corporation shall be deposited to the credit of the corporation or in such banks, trust companies, or other depositories that the Board of Directors may select.
- Section 4. Gifts - The Board of Directors may accept, on behalf of the corporation, any contribution, gift, bequest, or devise for any purpose of the corporation.
- Section 5. Endowment Funds - Nevada Veterans Assistance League, Inc. Endowment Funds shall be classified as perpetual funds and shall be established by the Board of Directors. Interest on Endowment Funds may accrue or be utilized at the discretion of the Board.

ARTICLE NINE BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of all accounts and shall also keep minutes of the proceedings of its members, Board of Directors, Committees having and exercising any of the authority of the Board of Directors, and shall keep, at the principal office, a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE TEN FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

ARTICLE ELEVEN WAIVER OF NOTICE

When a notice is required to be given under the provisions of Nevada Corporation Law or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE TWELVE AMMENDMENT OF BYLAWS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a two-thirds (2/3) majority vote of the Board of Directors at any regular or special meeting.

These Bylaws shall conform to local, state, and federal laws governing non-profit organizations. Any part not conforming shall be considered null and void.

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